

Jones Jonny
Form 4
March 29, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Jones Jonny

(Last) (First) (Middle)

807 LAS CIMAS PARKWAY,
SUITE 350

(Street)

AUSTIN, TX 78746

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Jones Energy, Inc. [JONE]

3. Date of Earliest Transaction
(Month/Day/Year)
03/29/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Class B common stock	03/29/2019		J(1)	81,292 D \$ 0 (1)	0	I	See footnote (2)
Class A common stock	03/29/2019		J(1)	81,292 A \$ 0 (1)	535,358 (3) (4)	D	
Class A common stock					72,500	I	See footnote (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P... Deri... Secu... (Ins...		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Units of Jones Energy Holdings, LLC	(1)	03/29/2019		J(1)	81,292	(1)	(1)	Class A common stock	81,292 \$	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Jones Jonny
807 LAS CIMAS PARKWAY, SUITE 350
AUSTIN, TX 78746

X X

Signatures

/s/ Jonny Jones

03/29/2019

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The shares of Class B common stock of the Issuer (the "Class B Shares") and an equivalent number of membership interests in Jones Energy Holdings, LLC (the "JEH LLC Units") reported herein were exchanged by indirect beneficial owners of the Issuer (the "Exchanging Members"), including Debora Lynn Jones Trust IV, Julie Ann Jarvis Trust IV and Stephen Martin Jones Trust IV, in each case, of which the Reporting Person is a beneficiary or trustee, for shares of Class A common stock of the Issuer (the "Class A Shares"). This exchange was made pursuant to and in accordance with the Exchange Agreement dated July 29, 2013, included as Exhibit 10.3 to the Issuer's Current Report on Form 8-K filed July 30, 2013. This exchange was made solely for the benefit of the Exchanging Members and no proceeds will go to Reporting Person in connection therewith.

(2)

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The Class B Shares and JEH LLC Units reported herein are beneficially owned by the Reporting Person solely as a result of (a) his status as the Sole Manager of Jones Energy Management, LLC, which is the general partner of the entity that held such Class B Shares and JEH LLC Units prior to the exchange reported herein and (b) his status as the trustee of each of Debora Lynn Jones Trust IV, Julie Ann Jarvis Trust IV and Stephen Martin Jones Trust IV, which are the Exchanging Members. The Reporting Person disclaims beneficial ownership of the Class B Shares and JEH LLC Units reported herein except to the extent of his pecuniary interest therein.

- (3) The Reporting Person is deemed to beneficially own 254,752 Class A Shares as a result of the irrevocable proxies (the "Proxies") to vote such Class A Shares granted on July 6, 2017 by Debora Lynn Jones Trust V, Julie Ann Jarvis Trust V, Jon Rex Jones Loyal Trust, Jon Rex Jones, Jr. Trust V and Stephen Martin Jones Trust V. Following the grant of the Proxies, the Reporting Person holds sole voting power over such Class A Shares. No consideration was paid by the Reporting Person for the grant of the Proxies. Additionally, the Reporting Person is deemed to indirectly beneficially own the 116,725 Class A Shares owned by Jon Rex Jones, Jr. Trust V as a result of his status as Trustee of such trust, through which he holds sole dispositive power over such Class A Shares. The Reporting Person disclaims beneficial ownership of the Class A Shares reported herein except to the extent of his pecuniary interest therein.

- (4) The Reporting Person is deemed to beneficially own 241,251 Class A shares as a result of (a) his status as the Sole Manager of Jones Energy Management, LLC, which is the general partner of the entity that held such Class A Shares following the exchange reported herein and the exchange occurring and reported in October 2018 and earlier in March 2019 and (b) his status as the trustee of each of Julie Ann Jarvis Trust V, which is one of the Exchanging Members. The Reporting Person disclaims beneficial ownership of the Class A Shares reported herein except to the extent of his pecuniary interest therein.

- (5) The Reporting Person is deemed to beneficially own 72,500 shares of Class A common stock ("Class A Shares") of Jones Energy, Inc. as a result of his equity interest in JRJ Investment Fund, Ltd. The reporting person disclaims beneficial ownership of such Class A Shares except to the extent of his pecuniary interest therein.

Remarks:

The Class A Shares, Class B Shares and JEH LLC Units set forth herein reflect the 1-for-20 reverse stock split consummated by

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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